

**MACHLIN-ORACLE LIMITED (the "Company")**

Private company limited by shares

Company number 02895959

**RESOLUTION OF DIRECTOR IN WRITING**

**DATED 11 JANUARY 2013**

I, the undersigned, being a director of the Company, declare as follows:

1. It was noted that on 11 January 2013 the sole shareholder of the Company duly passed a written shareholder resolution to:
  - (i) ratify the allotment of 7,240 ordinary shares of £1 each and 19,000 preference shares of £1 each in the Company to its sole shareholder, Mr Brian Hodge, in consideration for £26,240 paid on 31 December 2012;
  - (ii) convert all 75,000 preference shares of £1 each in the Company into 75,000 ordinary shares of £1 each; and
  - (iii) adopt new Articles of the Company
2. It is resolved that the directors of the Company shall issue a new share certificate No. 1 for 200,000 (two hundred thousand) ordinary shares of £1 (one British pound sterling) each to:

**Mr. Brian Hodge**  
Holmbush, Brenchley Road, Matfield, Tonbridge, Kent, TN12 7PP
3. It is resolved that the officers of the Company shall make necessary changes in the Company's books, including the Register of Members, and file appropriate documents with Companies House.

Made this 11<sup>th</sup> of January 2013.

Signature: 

Name: Andrew Gregor Short

Director

TUESDAY



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COMPANIES HOUSE

**MACHLIN-ORACLE LIMITED (the "Company")**

Private company limited by shares

Company number 02895959

**RESOLUTION OF DIRECTOR IN WRITING**

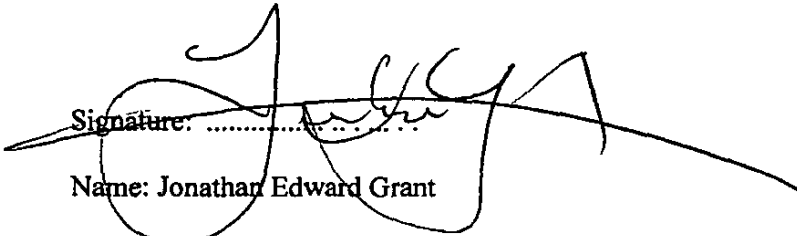
**DATED 11 JANUARY 2013**

I, the undersigned, being a director of the Company, declare as follows

1. It was noted that on 11 January 2013 the sole shareholder of the Company duly passed a written shareholder resolution to:
  - (i) ratify the allotment of 7,240 ordinary shares of £1 each and 19,000 preference shares of £1 each in the Company to its sole shareholder, Mr. Brian Hodge, in consideration for £26,240 paid on 31 December 2012;
  - (ii) convert all 75,000 preference shares of £1 each in the Company into 75,000 ordinary shares of £1 each; and
  - (iii) adopt new Articles of the Company.
2. It is resolved that the directors of the Company shall issue a new share certificate No. 1 for 200,000 (two hundred thousand) ordinary shares of £1 (one British pound sterling) each to:

**Mr. Brian Hodge**  
Holmbush, Brenchley Road, Matfield, Tonbridge, Kent, TN12 7PP
3. It is resolved that the officers of the Company shall make necessary changes in the Company's books, including the Register of Members, and file appropriate documents with Companies House.

Made this 11<sup>th</sup> of January 2013.

Signature: .....  
Name: Jonathan Edward Grant  
Non-Executive Director

**MACHLIN-ORACLE LIMITED (the "Company")**

Private company limited by shares

Company number 02895959

**RESOLUTION OF DIRECTOR IN WRITING**

**DATED 11 JANUARY 2013**

I, the undersigned, being a director of the Company, declare as follows:

1. It was noted that on 11 January 2013 the sole shareholder of the Company duly passed a written shareholder resolution to:
  - (i) ratify the allotment of 7,240 ordinary shares of £1 each and 19,000 preference shares of £1 each in the Company to its sole shareholder, Mr. Brian Hodge, in consideration for £26,240 paid on 31 December 2012;
  - (ii) convert all 75,000 preference shares of £1 each in the Company into 75,000 ordinary shares of £1 each; and
  - (iii) adopt new Articles of the Company.
2. It is resolved that the directors of the Company shall issue a new share certificate No. 1 for 200,000 (two hundred thousand) ordinary shares of £1 (one British pound sterling) each to:

**Mr. Brian Hodge**  
Holmbush, Brenchley Road, Matfield, Tonbridge, Kent, TN12 7PP
3. It is resolved that the officers of the Company shall make necessary changes in the Company's books, including the Register of Members, and file appropriate documents with Companies House

Made this 11<sup>th</sup> of January 2013.

Signature: ...  .....

Name. Andrei Tcharouchine

Director

**MACHLIN-ORACLE LIMITED (the "Company")**

Private company limited by shares

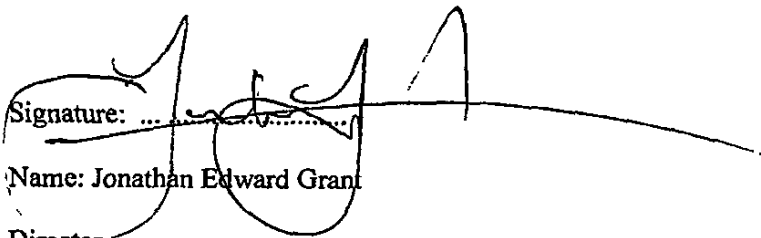
Company number 02895959


**RESOLUTION OF DIRECTORS IN WRITING**


**DATED 11 JANUARY 2013**

We, the undersigned, being directors of the Company, hereby resolve that the proposed resolution attached in the Annex hereto be sent to the sole shareholder of the Company for approval as a written resolution.

Made this 11 day of January 2013.

Signature:   
Name: Jonathan Edward Grant  
Director

  
Signature: ..  
Name: Andrei Tcharouchine  
Director

  
Signature: .....  
Name: Andrew Gregor Short  
Director

## ANNEX

### PROPOSED SHAREHOLDER WRITTEN RESOLUTION

#### RATIFICATION OF SHARE ALLOTMENT

1. It was noted that on 15 December 2012 the directors of the Company allotted **7,240 ordinary shares of £1 each and 19,000 preference shares of £1 each** in the Company to its sole shareholder, Mr. Brian Hodge, in consideration for £26,240 paid on 31 December 2012.
2. It is noted that, as a result of the above-mentioned share allotments, the issued share capital of the company has increased to:  
  
**200,000 issued shares of £1 each** (equivalent to the authorised share capital of the Company based on Ordinary Resolution of the Company dated 15 May 2009), which consists of:
  - i. **125,000 ordinary shares of £1 each** (equivalent to the authorised ordinary share capital of the Company based on Ordinary Resolution of the Company dated 15 May 2009), and
  - ii. **75,000 preference shares of £1 each** (equivalent to the authorised preference share capital of the Company based on Special Resolution of the Company dated 12 December 2001).
3. It is hereby resolved to ratify and approve the above-mentioned share allotments.
4. It is acknowledged that the actions of the directors of the Company described above and the resolution herein are in the best interests of the Company.

#### CONVERSION OF PREFERENCE SHARES INTO ORDINARY SHARES

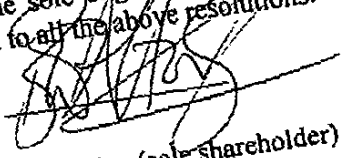
5. It is further resolved by the sole shareholder, as holder of all the preference shares in the Company, to herewith **convert the issued 75,000 preference shares of £1 each in the Company into 75,000 ordinary shares of £1 each**.

Therefore, the issued share capital of the Company shall consist of 200,000 ordinary shares of £1 each.

#### ADOPTION OF NEW ARTICLES

6. It is resolved that the existing memorandum and articles of association of the Company in their entirety be removed and substituted for the new articles of association attached to this resolution.
7. The Company's officers are hereby authorised to file the new articles of association of the Company with Companies House.

I, being the sole eligible member of the Company, hereby signify my irrevocable agreement to all the above resolutions.

SIGNED 

Name: Brian Hodge (sole shareholder)

Date: 11 January 2013